

GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Telephone: (414) 273-3500
Facsimile: (414) 273-5198

Carla O. Andres (*Pro Hac Vice*)

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN QUINN EMANUEL URQUHART & SULLIVAN LLP AND
THE FEE COMMITTEE REGARDING THE SEVENTH INTERIM APPLICATION OF
QUINN EMANUEL URQUHART & SULLIVAN LLP, FOR ALLOWANCE OF
INTERIM COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
EXPENSES INCURRED DURING THE PERIOD FROM
OCTOBER 1, 2010 THROUGH JANUARY 31, 2011**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on June 2, 2011, Quinn Emanuel Urquhart & Sullivan LLP (“Quinn Emanuel”) filed the *Seventh Interim Application of Quinn Emanuel Urquhart & Sullivan LLP for Allowance of Interim Compensation for Professional Services Rendered and Expenses Incurred During the Period October 1, 2010 Through January 31, 2011* (the “Seventh Fee Application”) [Docket No. 17344] seeking interim fees in the amount of \$4,835,788.00 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$155,800.04;

WHEREAS, Quinn Emanuel has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Seventh Fee Application and issued a Confidential Letter Report on August 15, 2011;

WHEREAS, Quinn Emanuel has agreed to accept the Fee Committee’s proposal of a reduction in the amount of \$621.30 for Quinn Emanuel’s out-of-pocket expense reimbursement request and a reduction of \$71,078.67 for professional services rendered, but reserves the right to seek such amounts in its final fee application; and

WHEREAS, notwithstanding this Stipulation, the Seventh Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

STIPULATION

NOW, THEREFORE, the Fee Committee and Quinn Emanuel hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Quinn Emanuel’s request for interim compensation and reimbursement of expenses in the amount of \$4,764,709.33 in fees and the reduced amount of \$155,178.74 in expenses.

[Signature Page Follows]

Dated: Milwaukee, Wisconsin
June 26, 2012.

GODFREY & KAHN, S.C.

By: /s/ Carla O. Andres
Carla O. Andres
GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Telephone: (414) 273-3500
Facsimile: (414) 273-5198
E-mail: candres@gklaw.com

Attorneys for the Fee Committee


**QUINN EMANUEL URQUHART &
SULLIVAN LLP**

By: /s/ James C. Tecce
James C. Tecce
Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Avenue 22nd Floor
New York, NY 10010
Telephone: (212) 849-7000
Facsimile: (212) 849-7100
E-mail: jamestecce@quinnemanuel.com

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Dated: Milwaukee, Wisconsin
June 26, 2012.

GODFREY & KAHN, S.C.

By: 
Carla O. Andres
GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Telephone: (414) 273-3500
Facsimile: (414) 273-5198
E-mail: candres@gklaw.com

Attorneys for the Fee Committee

QUINN EMANUEL URQUHART &
SULLIVAN LLP

By: 
James C. Tecce
Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Avenue 22nd Floor
New York, NY 10010
Telephone: (212) 849-7000
Facsimile: (212) 849-7100
E-mail: jamestecce@quinnemanuel.com